

# Exhibit 13

## Darcie Pace

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**From:** mattm@bellicosevi.com  
**Sent:** Friday, August 26, 2011 7:32 AM  
**To:** Flint Richardson  
**Cc:** Scott Merritt; Robert Rosette  
**Subject:** Re: Question on Docs

I'd agree with that for sure. If she's already been around these documents several times then we will see what she can do. She's on vacation until the 2nd though. I don't think we'll make the 9/15 and 10/1 dates we targeted. With the back and forth that will be required, I'd be happy to have things wrapped up for 11/1 if we can move efficiently.

Ryan Bloom will be reaching out to Rob to conduct their diligence on the tribe. That should happen today.

On Aug 26, 2011, at 7:24 AM, Flint Richardson <[flint@wsedge.biz](mailto:flint@wsedge.biz)> wrote:

Matt – to the extent that you already have counsel on board that is fine. Claudia (and Christina who works with her) have completed a few large scale deals which is helpful. Wheeler is ok, personally I think his agreements are the least complex and I don't believe that he may have built in the same level of protection for his clients.

Rob – thoughts here?

**Flint Richardson | CPA | Chandler | AZ| 85225 |**  
office 480.889.4888 | fax 480.889.8997 | [flint@wsedge.biz](mailto:flint@wsedge.biz) |

**<IMAGE003.JPG>**

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**From:** [matm@bellicosevi.com](mailto:matm@bellicosevi.com) [mailto:[matm@bellicosevi.com](mailto:matm@bellicosevi.com)]  
**Sent:** Friday, August 26, 2011 2:20 AM  
**To:** Flint Richardson  
**Cc:** Scott Merritt; Rob Rosette  
**Subject:** Re: Question on Docs

Does her structure differ somehow? I'm curious how she will be more value added than the other 3 lawyers we've engaged now. Also, how is Wheeler Neff?

On Aug 26, 2011, at 3:23 AM, "Flint Richardson" <[flint@wsedge.biz](mailto:flint@wsedge.biz)> wrote:

Matt – sorry for the delay on getting back to you. I was sick this afternoon so ended up leaving the office at around 4 and slept/threw up until about 8:30. Please give Rob a call tomorrow at 480-242-9810 as I will be in transit to MI all morning and he is the expert on agreement type questions. Following are some initial responses on your questions (the ones that I can answer). Further, upon further reflection we would in fact recommend that you engage Claudia Callaway in order to assist you with the agreements. She has a superb structure that we have just completed the review on and we believe that utilizing her on this will expedite us getting this deal done.

A) If Wells Fargo is subpoenaed, what information is given (names of signors) which exposes whoever is a signor on behalf of Servicer. Can this be hedged? **YES, IF YOU WANT THE TRIBE TO BE THE EXCLUSIVE SIGNER ON THE ACCOUNT.**

B) For the USVI, Bellicose can have nothing to do with "Loan Originations", it can only provide the Analytics and such, and I think the Tribe has to be the originator anyway, correct? **YES, CORRECT – CORNERSTONE OF THE SOVEREIGN MODEL.** In fact, the Loan Management Software would have to be with the Tribe, and not with Bellicose. This creates a problem where it says "Servicer, shall determine whether such applicants are eligible for Loans from Consumer Lender based on Consumer Lender's credit granting standards duly adopted from time to time by Consumer Lender and applied by Servicer". Bellicose wants to provide the IP, but Consumer Lender should be the one making the final decision and originating the loans on Tribal Land. If I'm not mistaking, that applies to support the Tribal Jurisdiction as well? Similarly, Bellicose can't be as stated in provision 6 specifically. The USVI will require better separation that the Tribe is the originator and Bellicose is simply a consultant/Manager. **THE TRIBE ESTABLISHES THE LENDING CRITERIA, AND IS THE LENDER BELLICOSE IS JUST CARRYING OUT THE TRIBE'S DIRECTION. WE CAN CHANGE THE LANGUAGE HOWEVER YOU WOULD LIKE.**

C) If possible, we'd like the Tribe to be on all vendor documents so any subpoena given to any vendor points to the Tribe. This does, however, create an issue of protecting the information. **TRIBE SHOULD BE ON ALL VENDOR DOCUMENTS WEB-SITE, ACH AGREEMENTS ETC – WE AGREE. INFORMATION IS IN THE POSSESSION OF THE SERVICER.**

**Can you elaborate on this:** So the Tribal Lending entity has a Tribal Management Company, which is going to be the Bellicose customer – NO, YOUR ENTITY WOULD BE THE SERVICER FOR THE LENDING OPERATION. THE LLC MANAGERS ARE MANAGERS OF THE LLC ENTITY ON BEHALF OF THE TRIBE BUT ARENT INVOLVED IN THE BUSINESS.

Does it mean that Bellicose is the Manager of the Tribal LLC? Similarly, in what capacity is Bellicose's name on the operating account of the Tribe? **NO REPRESENTATIVES FROM THE TRIBE ARE THE LLC'S "MANAGERS". THE SERVICER, BELLCIOSE OPERATES THE BUSINESS COMPLETELTY.**

**Flint Richardson | CPA | Chandler | AZ| 85225 |**  
office 480.889.4888 | fax 480.889.8997 | [flint@wsedge.biz](mailto:flint@wsedge.biz) |

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**From:** [mattm@bellicosevi.com](mailto:mattm@bellicosevi.com) [mailto:[mattm@bellicosevi.com](mailto:mattm@bellicosevi.com)]  
**Sent:** Thursday, August 25, 2011 11:59 AM  
**To:** Flint Richardson; 'Scott Merritt'; Rob Rosette  
**Subject:** RE: Question on Docs

This is helpful thanks. Can you hop on a call real quick with me and walk through this, I'd have to call you though, cell doesn't work down here:

The Servicing Agreement says that it is between Consumer Lender and XYZ Company, another "wholly-owned, unincorporated entity of the \_\_\_\_\_, created under Tribal law". I've seen these models before, and I'm not sure which way to go is the best. My concern/questions surround:

- A) If Wells Fargo is subpoenaed, what information is given (names of signors) which exposes whoever is a signor on behalf of Servicer. Can this be hedged?
- B) For the USVI, Bellicose can have nothing to do with "Loan Originations", it can only provide the Analytics and such, and I think the Tribe has to be the originator anyway, correct? In fact, the Loan Management Software would have to be with the Tribe, and not with Bellicose. This creates a problem where it says "Servicer, shall determine whether such applicants are eligible for Loans from Consumer Lender based on Consumer Lender's credit granting standards duly adopted from time to time by Consumer Lender and applied by Servicer". Bellicose wants to provide the IP, but Consumer Lender should be the one making the final decision and originating the loans on Tribal Land. If I'm not mistaking, that applies to support the Tribal Jurisdiction as well? Similarly, Bellicose can't be as stated in provision 6 specifically. The USVI will require better separation that the Tribe is the originator and Bellicose is simply a consultant/Manager.
- C) If possible, we'd like the Tribe to be on all vendor documents so any subpoena given to any vendor points to the Tribe. This does, however, create an issue of protecting the information.

**Can you elaborate on this:** So the Tribal Lending entity has a Tribal Management Company, which is going to be the Bellicose customer – NO, YOUR ENTITY WOULD BE THE SERVICER FOR THE LENDING OPERATION. THE LLC MANAGERS ARE MANAGERS OF THE LLC ENTITY ON BEHALF OF THE TRIBE BUT AREN'T INVOLVED IN THE BUSINESS.

Does it mean that Bellicose is the Manager of the Tribal LLC? Similarly, in what capacity is Bellicose's name on the operating account of the Tribe?

Regards,

**Matt Martorello**

Mobile: 773-209-7720

Email: [MattM@BellicoseVI.com](mailto:MattM@BellicoseVI.com)

<image005.jpg>

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**From:** Flint Richardson [mailto:[flint@wsedge.biz](mailto:flint@wsedge.biz)]  
**Sent:** Thursday, August 25, 2011 2:40 PM  
**To:** [mattm@bellicosevi.com](mailto:mattm@bellicosevi.com); 'Scott Merritt'; Rob Rosette  
**Subject:** RE: Question on Docs

Matt – see attached document with you initial questions from August 23 along with responses which are underlined. Following are responses to your email below:

So the Tribal Lending entity has a Tribal Management Company, which is going to be the Bellicose customer – NO, YOUR ENTITY WOULD BE THE SERVICER FOR THE LENDING OPERATION. THE LLC MANAGERS ARE MANAGERS OF THE LLC ENTITY ON BEHALF OF THE TRIBE BUT ARENT INVOLVED IN THE BUSINESS.

Do we want to service the Tribal Management Company or do we want to service the Tribe directly? YOU WILL BE THE SERVICER FOR THE UNIQUE LLC THAT IS ESTABLISHED – FOR INSTANCE, YOUR SERVICING AGREEMENT WOULD BE FOR RED ROCK LENDING, LLC (WHICH IS THE TRIBALLY ESTABLISHED ENTITY FOR LENDING)

What's the advantage of the Tribal Lender having the Tribal Service Entity? Trying to get these docs done and still not certain what the structure looks like in this regard. PLEASE CALL ME IF YOU HAVE QUESTIONS RELATED TO ANY OF OUR RESPONSES.

Thanks Matt.

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office 480.889.4888 | fax 480.889.8997 | [flint@wsedge.biz](mailto:flint@wsedge.biz) |

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**To:** [flint@wsedge.biz](mailto:flint@wsedge.biz); Scott Merritt ([smerritt@answersetc.com](mailto:smerritt@answersetc.com)); Rob Rosette ([rosette@rosettelaw.com](mailto:rosette@rosettelaw.com))  
**Subject:** Question on Docs

So the Tribal Lending entity has a Tribal Management Company, which is going to be the Bellicose customer. Do we want to service the Tribal Management Company or do we want to service the Tribe directly? What's the advantage of the Tribal Lender having the Tribal Service Entity? Trying to get these docs done and still not certain what the structure looks like in this regard.

Regards,

**Matt Martorello**

Mobile: 773-209-7720

Email: [MattM@BellicoseVI.com](mailto:MattM@BellicoseVI.com)

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